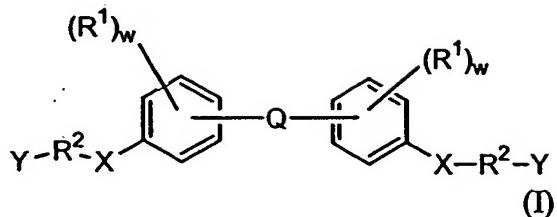


**WHAT IS CLAIMED IS:**

1. A compound of formula I:



wherein:

Q is -O-, -S(O)<sub>m</sub>-, -(CR<sup>5</sup>R<sup>6</sup>)<sub>p</sub>-, -O(CR<sup>5</sup>R<sup>6</sup>)<sub>t</sub>O-, or -N(R<sup>k</sup>)-;

each R<sup>1</sup> is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or R<sup>a</sup>;

each R<sup>2</sup> is independently a covalent bond or alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each X is independently oxy (-O-) or -N(R<sup>m</sup>)-;

each Y is independently NR<sup>n</sup>R<sup>p</sup> or a heterocyclyl containing at least one nitrogen atom, wherein each nitrogen of the heterocyclyl is substituted with R<sup>3</sup> or is linked to R<sup>2</sup>, and wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R<sup>4</sup>;

each R<sup>3</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, oxo, or heterocyclyl; and each R<sup>4</sup> is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or R<sup>b</sup>; or R<sup>3</sup> and R<sup>4</sup> are joined to form a C<sub>1-4</sub> alkylene group, wherein the alkylene group is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>5</sup> and R<sup>6</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; or R<sup>5</sup> and R<sup>6</sup> together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur or nitrogen;

wherein for R<sup>1</sup>-R<sup>6</sup>, each alkyl, alkenyl, and alkynyl is optionally substituted with R<sup>x</sup>, or with 1, 2, 3, or 4 substituents independently selected from R<sup>b</sup>; for R<sup>1</sup>-R<sup>6</sup>, each aryl and heteroaryl is optionally substituted with 1 to 4 substituents independently selected from R<sup>c</sup>, and for R<sup>1</sup>-R<sup>6</sup>, each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup> and R<sup>c</sup>;

each R<sup>a</sup> is independently -OR<sup>d</sup>, -NO<sub>2</sub>, halo, -S(O)<sub>m</sub>R<sup>d</sup>, -SR<sup>d</sup>, -S(O)<sub>2</sub>OR<sup>d</sup>, -S(O)<sub>m</sub>NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>R<sup>e</sup>, -O(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>NR<sup>d</sup>R<sup>e</sup>, -C(O)R<sup>d</sup>, -CO<sub>2</sub>R<sup>d</sup>, -CO<sub>2</sub>(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>CONR<sup>d</sup>R<sup>e</sup>, -OC(O)R<sup>d</sup>, -CN, -C(O)NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>C(O)R<sup>e</sup>, -OC(O)NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>C(O)OR<sup>e</sup>, -NR<sup>d</sup>C(O)NR<sup>d</sup>R<sup>e</sup>, -CR<sup>d</sup>(=N-OR<sup>e</sup>), -CF<sub>3</sub>, or -OCF<sub>3</sub>;

each R<sup>b</sup> is independently R<sup>a</sup>, oxo or =N-OR<sup>e</sup>;

each R<sup>c</sup> is independently R<sup>a</sup>, alkyl, alkenyl, or alkynyl; wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>d</sup> and R<sup>e</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R<sup>f</sup> and R<sup>g</sup> is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>; or R<sup>f</sup> and R<sup>g</sup> together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R<sup>h</sup> is independently halo, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, aryl, (aryl)-C<sub>1-6</sub> alkyl, heteroaryl, (heteroaryl)-C<sub>1-6</sub> alkyl, hydroxy, amino, -NHC<sub>1-6</sub> alkyl, -N(C<sub>1-6</sub> alkyl)<sub>2</sub>,

-OC(O)C<sub>1-6</sub> alkyl, -C(O)C<sub>1-6</sub> alkyl, -C(O)OC<sub>1-6</sub> alkyl, -NHC(O)C<sub>1-6</sub> alkyl, -C(O)NHC<sub>1-6</sub> alkyl, carboxy, nitro, -CN, or -CF<sub>3</sub>;

R<sup>k</sup> is hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

R<sup>m</sup> is hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>n</sup> and R<sup>p</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>; and

each R<sup>x</sup> is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of R<sup>c</sup>, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R<sup>b</sup>;

m is 0, 1, or 2;

n is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;

p is 1, 2, or 3;

r is 2, or 3; and

each w is independently 0, 1, 2, 3, or 4;

or a pharmaceutically-acceptable salt thereof;

provided that when any Y is NR<sup>n</sup>R<sup>p</sup> or a nitrogen-linked heterocyclyl, then the R<sup>2</sup> attached to that Y is not a covalent bond or methylene.

2. The compound of claim 1 wherein each R<sup>1</sup> is independently C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, cycloalkyl, or R<sup>a</sup>.

3. The compound of claim 1 wherein each R<sup>1</sup> is independently C<sub>1-10</sub> alkyl or halo.
4. The compound of claim 1 wherein each R<sup>1</sup> is independently methyl, ethyl, propyl, chloro, bromo, fluoro, or isopropyl.
5. The compound of claim 1 wherein each R<sup>1</sup> is independently methyl, or chloro.
6. The compound of claim 1 wherein each R<sup>2</sup> is independently a covalent bond or C<sub>1-10</sub> alkylene.
7. The compound of claim 1 wherein each R<sup>2</sup> is independently a covalent bond, methylene, 1,2-ethylene, 1,3-propylene, (2R)-2-(methyl)ethane-1,2-diyl, (2S)-2-(methyl)ethane-1,2-diyl, 1-(methyl)butane-1,4-diyl, 1-(methyl)ethane-1,2-diyl, or 2,2-(dimethyl)propane-1,3-diyl.
8. The compound of claim 1 wherein each R<sup>2</sup> is independently a covalent bond, methylene, or ethylene.
9. The compound of claim 1 wherein Q is -O-, -S(O)<sub>m</sub>-, or -(CR<sup>5</sup>R<sup>6</sup>)<sub>p</sub>-.
10. The compound of claim 1 wherein Q is -O-, -S(O)<sub>m</sub>-, or -N(R<sup>k</sup>)-.
11. The compound of claim 1 wherein Q is -(CR<sup>5</sup>R<sup>6</sup>)<sub>p</sub>-, or -O(CR<sup>5</sup>R<sup>6</sup>)<sub>r</sub>O-.
12. The compound of claim 1 wherein Q is -O-, -S(O)<sub>m</sub>-, -(CR<sup>5</sup>R<sup>6</sup>)<sub>p</sub>-, or -N(R<sup>k</sup>)-;
13. The compound of claim 1 wherein Q is methylene, 1,2-ethylene, 3,4-

hexylene, dimethylmethylene, oxy, -NH-, -OCH<sub>2</sub>CH<sub>2</sub>O-, or a group -C(R<sup>5</sup>)(R<sup>6</sup>)- wherein R<sup>5</sup> and R<sup>6</sup> together with the carbon to which they are attached form a cyclohexylene ring.

14. The compound of claim 1 wherein each X is oxy.

15. The compound of claim 1 wherein each X is -NH-.

16. The compound of claim 1 wherein each Y is independently NR<sup>a</sup>R<sup>b</sup>.

17. The compound of claim 1 wherein each Y is independently a heterocycl containing at least one nitrogen atom, wherein each nitrogen of the heterocycl is substituted with R<sup>3</sup> or linked to R<sup>2</sup>, and wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R<sup>4</sup>.

18. The compound of claim 1 wherein each Y is independently a heterocycl containing at least one nitrogen atom, wherein each nitrogen of the heterocycl is substituted with R<sup>3</sup>.

19. The compound of claim 1 wherein each Y is independently a heterocycl containing at least one nitrogen atom, wherein each nitrogen of the heterocycl is linked to R<sup>2</sup>, and wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R<sup>4</sup>.

20. The compound of claim 1 wherein each Y is independently a heterocycl selected from pyrrolidinyl, piperidinyl, and morpholinyl, wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R<sup>4</sup>.

21. The compound of claim 1 wherein each Y is independently a heterocycl

selected from pyrrolidino, piperidino, and morpholino, wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R<sup>4</sup>.

22. The compound of claim 1 wherein Y is independently amino, diethylamino, dimethylamino, 1-methyl-4-piperidinyl, 1-methyl-3-piperidinyl, 1-methyl-2-piperidinyl, 4-piperidinyl, 3-piperidinyl, 2-piperidinyl, 1-isopropyl-3-pyrrolidinyl, morpholino, (2R,4R)-2-methoxycarbonyl-4-pyrrolidinyl, 1-methyl-3-pyrrolidinyl, 1-methyl-2-pyrrolidinyl, 3-pyrrolidinyl, 2-pyrrolidinyl, 1-pyrrolidinyl, (2S,4R)-2-methyl-4-pyrrolidinyl, (2R,4R)-2-carboxy-4-pyrrolidinyl, (2S,4S)-2-(N,N-dimethylamino)carbonyl-4-pyrrolidinyl, (2R,4R)-2-hydroxymethyl-4-pyrrolidinyl, or (2R,4R)-2-methoxymethyl-4-pyrrolidinyl.

23. The compound of claim 1 wherein each w is 0.

24. The compound of claim 1 wherein each w is 1.

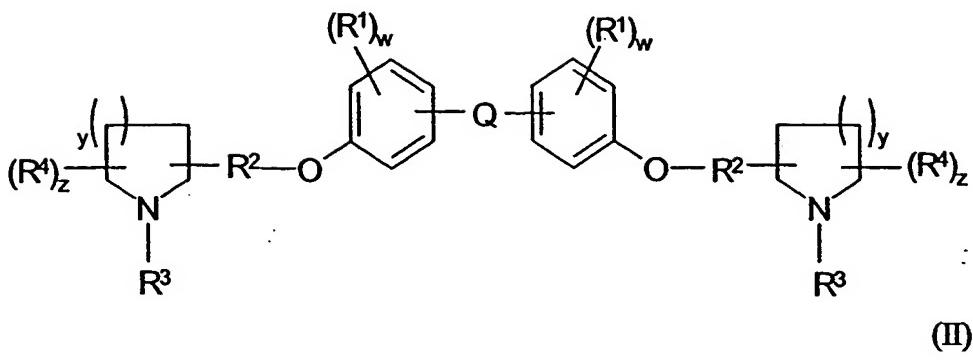
25. The compound of claim 1 wherein each w is 2.

26. The compound of claim 1 wherein each y is independently 1 or 2.

27. The compound of claim 1 wherein each z is independently 0, 1, or 2.

28. The compound of claim 1 wherein R<sub>2</sub> is a covalent bond or methylene; Q is SO<sub>2</sub> or -CR<sup>5</sup>R<sup>6</sup>-; each w is independently 0, 1, or 2; and each y is 1 or 2.

29. The compound of claim 1 which is a compound of formula II:



wherein:

Q is -O-, -S(O)<sub>m</sub>-, or -CR<sup>5</sup>R<sup>6</sup>-;

each R<sup>1</sup> is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or R<sup>a</sup>;

each R<sup>2</sup> is independently a covalent bond or alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>3</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, oxo, or heterocyclyl; and each R<sup>4</sup> is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or R<sup>b</sup>; or R<sup>3</sup> and R<sup>4</sup> are joined to form a C<sub>1-4</sub> alkylene group, wherein the alkylene group is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>5</sup> and R<sup>6</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; or R<sup>5</sup> and R<sup>6</sup> together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur and nitrogen;

wherein for R<sup>1</sup>-R<sup>6</sup>, each alkyl, alkenyl, and alkynyl is optionally substituted with R<sup>x</sup>, or with 1 to 4 substituents independently selected from R<sup>b</sup>; each aryl and heteroaryl is optionally substituted with 1 to 4 substituents independently selected from R<sup>c</sup>, and each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup> and R<sup>c</sup>;

each R<sup>a</sup> is independently -OR<sup>d</sup>, -NO<sub>2</sub>, halo, -S(O)<sub>m</sub>R<sup>d</sup>, -SR<sup>d</sup>, -S(O)<sub>2</sub>OR<sup>d</sup>, -S(O)<sub>m</sub>NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>R<sup>e</sup>, -O(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>NR<sup>d</sup>R<sup>e</sup>, -C(O)R<sup>d</sup>, -CO<sub>2</sub>R<sup>d</sup>, -CO<sub>2</sub>(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>CONR<sup>d</sup>R<sup>e</sup>, -OC(O)R<sup>d</sup>, -CN, -C(O)NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>C(O)R<sup>e</sup>, -OC(O)NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>C(O)OR<sup>e</sup>, -NR<sup>d</sup>C(O)NR<sup>d</sup>R<sup>e</sup>, -CR<sup>d</sup>(=N-OR<sup>e</sup>), -CF<sub>3</sub>, or -OCF<sub>3</sub>;

each R<sup>b</sup> is independently R<sup>a</sup>, oxo or =N-OR<sup>e</sup>;

each R<sup>c</sup> is independently R<sup>a</sup>, alkyl, alkenyl, or alkynyl; wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>d</sup> and R<sup>e</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

each R<sup>f</sup> and R<sup>g</sup> is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>; or R<sup>f</sup> and R<sup>g</sup> together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

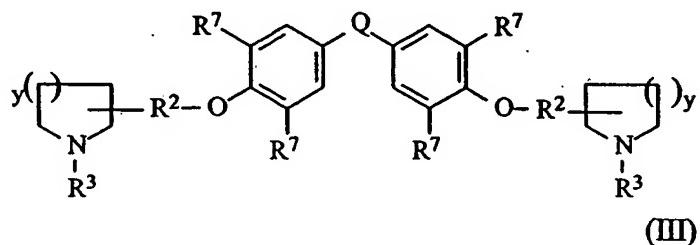
each R<sup>h</sup> is independently halo, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, aryl, (aryl)-C<sub>1-6</sub> alkyl, heteroaryl, (heteroaryl)-C<sub>1-6</sub> alkyl, hydroxy, amino, -NHC<sub>1-6</sub> alkyl, -N(C<sub>1-6</sub> alkyl)<sub>2</sub>, -OC(O)C<sub>1-6</sub> alkyl, -C(O)C<sub>1-6</sub> alkyl, -C(O)OC<sub>1-6</sub> alkyl, -NHC(O)C<sub>1-6</sub> alkyl, -C(O)NHC<sub>1-6</sub> alkyl, carboxy, nitro, -CN, or -CF<sub>3</sub>; and

each R<sup>x</sup> is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of R<sup>c</sup>, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R<sup>b</sup>;

m is 0, 1, or 2;

n is an integer from 1 to 10;  
 each w is independently 0, 1, 2, 3, or 4;  
 each y is independently 0, 1, 2, or 3; and  
 each z is independently 0, 1, 2, 3, or 4;  
 or a pharmaceutically-acceptable salt thereof.

30. The compound of claim 1 which is a compound of formula (III):



wherein

Q is -O-, -S(O)<sub>m</sub>-, or -CR<sup>5</sup>R<sup>6</sup>-;

each R<sup>7</sup> is independently hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, cycloalkyl, or R<sup>a</sup>;

each R<sup>2</sup> is independently a covalent bond or C<sub>1-6</sub> alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>3</sup> is independently hydrogen, C<sub>1-10</sub> alkyl, or oxo;

each R<sup>5</sup> and R<sup>6</sup> is independently hydrogen or C<sub>1-10</sub> alkyl; or R<sup>5</sup> and R<sup>6</sup> together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur and nitrogen;

wherein for R<sup>3</sup>, R<sup>5</sup>, R<sup>6</sup>, and R<sup>7</sup>, each alkyl, alkenyl, and alkynyl is optionally substituted with R<sup>x</sup>, or with 1 to 4 substituents independently selected from R<sup>b</sup>; and each cycloalkyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup> and R<sup>c</sup>;

each R<sup>a</sup> is independently -OR<sup>d</sup>, -NO<sub>2</sub>, halo, -S(O)<sub>m</sub>R<sup>d</sup>, -SR<sup>d</sup>, -S(O)<sub>2</sub>OR<sup>d</sup>,

-S(O)<sub>m</sub>NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>R<sup>e</sup>, -O(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>NR<sup>d</sup>R<sup>e</sup>, -C(O)R<sup>d</sup>, -CO<sub>2</sub>R<sup>d</sup>,  
-CO<sub>2</sub>(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>CONR<sup>d</sup>R<sup>e</sup>, -OC(O)R<sup>d</sup>, -CN, -C(O)NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>C(O)R<sup>e</sup>,  
-OC(O)NR<sup>d</sup>R<sup>e</sup>, -NR<sup>d</sup>C(O)OR<sup>e</sup>, -NR<sup>d</sup>C(O)NR<sup>d</sup>R<sup>e</sup>, -CR<sup>d</sup>(=N-OR<sup>e</sup>), -CF<sub>3</sub>, or -OCF<sub>3</sub>;

each R<sup>b</sup> is independently R<sup>a</sup>, oxo or =N-OR<sup>e</sup>;

each R<sup>c</sup> is independently R<sup>a</sup>, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, or C<sub>2-10</sub> alkynyl;

wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>d</sup> and R<sup>e</sup> is independently hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

each R<sup>f</sup> and R<sup>g</sup> is independently hydrogen, C<sub>1-10</sub> alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>; or R<sup>f</sup> and R<sup>g</sup> together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

each R<sup>h</sup> is independently halo, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, aryl, (aryl)-C<sub>1-6</sub> alkyl, heteroaryl, (heteroaryl)-C<sub>1-6</sub> alkyl, hydroxy, amino, -NHC<sub>1-6</sub> alkyl, -N(C<sub>1-6</sub> alkyl)<sub>2</sub>, -OC(O)C<sub>1-6</sub> alkyl, -C(O)C<sub>1-6</sub> alkyl, -C(O)OC<sub>1-6</sub> alkyl, -NHC(O)C<sub>1-6</sub> alkyl, -C(O)NHC<sub>1-6</sub> alkyl, carboxy, nitro, -CN, or -CF<sub>3</sub>; and

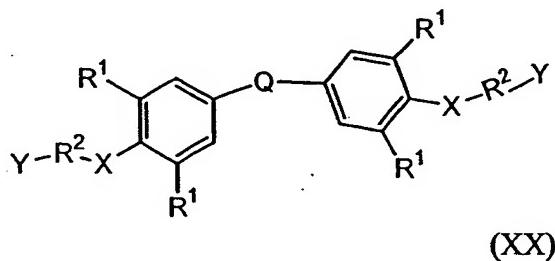
each R<sup>x</sup> is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of R<sup>c</sup>, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R<sup>b</sup>; and

each y is independently 1, 2, or 3;

or a pharmaceutically-acceptable salt thereof.

31. The compound of claim 1 which is a compound of any one of formulae V-XXX, shown in Figures 1-3, wherein X, Y, Q, R<sup>1</sup>, R<sup>2</sup>, and w have the values given in claim 1.
32. The compound of claim 31 wherein each R<sup>1</sup> is independently methyl, or chloro; Q is methylene, 1,2-ethylene, 3,4-hexylene, dimethylmethylen, oxy, -NH-, -OCH<sub>2</sub>CH<sub>2</sub>O-, or a group -C(R<sup>5</sup>)(R<sup>6</sup>)- wherein R<sup>5</sup> and R<sup>6</sup> together with the carbon to which they are attached form a cyclohexylene ring; each X is independently oxy or -NH-; each R<sup>2</sup> is independently a covalent bond, methylene, 1,2-ethylene, 1,3-propylene, (2R)-2-(methyl)ethane-1,2-diyl, (2S)-2-(methyl)ethane-1,2-diyl, 1-(methyl)butane-1,4-diyl, 1-(methyl)ethane-1,2-diyl, or 2,2-(dimethyl)propane-1,3-diyl; and each Y is independently amino, diethylamino, dimethylamino, 1-methyl-4-piperidinyl, 1-methyl-3-piperidinyl, 1-methyl-2-piperidinyl, 4-piperidinyl, 3-piperidinyl, 2-piperidinyl, 1-isopropyl-3-pyrrolidinyl, morpholino, (2R,4R)-2-methoxycarbonyl-4-pyrrolidinyl, 1-methyl-3-pyrrolidinyl, 1-methyl-2-pyrrolidinyl, 3-pyrrolidinyl, 2-pyrrolidinyl, 1-pyrrolidinyl, (2S,4R)-2-methyl-4-pyrrolidinyl, (2R,4R)-2-carboxy-4-pyrrolidinyl, (2S,4S)-2-(N,N-dimethylamino)carbonyl-4-pyrrolidinyl, (2R,4R)-2-hydroxymethyl-4-pyrrolidinyl, or (2R,4R)-2-methoxymethyl-4-pyrrolidinyl.

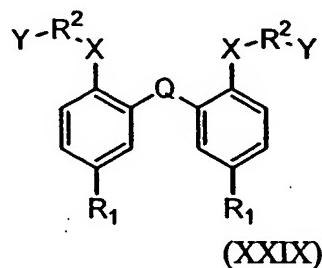
33. The compound of claim 1 which is a compound of formula XX:



wherein Q is methylene, 1,2-ethylene, 3,4-hexylene, dimethylmethylen, oxy, or a group -C(R<sup>5</sup>)(R<sup>6</sup>)- wherein R<sup>5</sup> and R<sup>6</sup> together with the carbon to which they are

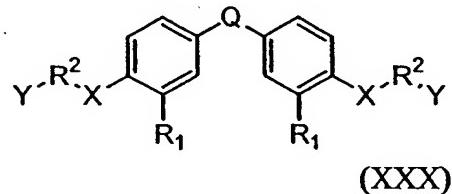
attached form a cyclohexylene ring; and wherein X, Y, R<sup>1</sup>, and R<sup>2</sup> have the values given in claim 1; or a pharmaceutically acceptable salt thereof.

34. The compound of claim 1 which is a compound of formula XXIX:



wherein Q is methylene; and each R<sup>1</sup> is chloro; or a pharmaceutically acceptable salt thereof.

35. The compound of claim 1 which is a compound of formula XXX:



wherein Q is methylene; and each R<sup>1</sup> is chloro; or a pharmaceutically acceptable salt thereof.

36. The compound of claim 1, which is a compound shown in Table 1; or a pharmaceutically acceptable salt thereof.

37. A pharmaceutical composition comprising a compound as described in any one of claims 1, 29, 33, 34 or 35; and a pharmaceutically acceptable carrier.

38. A method of treating a disease or condition associated with sodium channel activity in a mammal, comprising administering to the mammal, a therapeutically effective amount of a pharmaceutical composition of claim 37.

39. The method of claim 38 wherein the disease or condition is neuropathic pain.